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Proposed Counsel to the Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re	—х :	
PACIFIC DRILLING S.A.,	:	Chapter 11
	:	Case No ()
Debtor.	: :	
In re	^ :	
PACIFIC DRILLING (GIBRALTAR) LIMITED,	:	Chapter 11
	: :	Case No ()
Debtor.	: : X	
In re	^ :	
PACIFIC DRILLSHIP (GIBRALTAR) LIMITED,	: :	Chapter 11
	:	Case No ()
Debtor.	: : x	

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In re		x :	Cl. 4 11
PACIFIC DRILLING, INC.,		:	Chapter 11
,		: :	Case No ()
		:	EIN 26-3541524
	Debtor.	:	
In re		x	
PACIFIC DRILLING FINANCE S	S.À R.L.,	: :	Chapter 11
		: :	Case No ()
	Debtor.	•	
In re		x :	
PACIFIC DRILLSHIP SARL,		: :	Chapter 11
		: :	Case No ()
	Debtor.	: :	
In re		x :	
PACIFIC DRILLING LIMITED,		: :	Chapter 11
		:	Case No ()
	Debtor.	: :	
In re		X	
PACIFIC SHARAV S.À R.L.,		: :	Chapter 11
		:	Case No ()
	Debtor.	: : X	EIN 98-1242431
		Λ	

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In re		x :	Cl 11
PACIFIC DRILLING VII LIMIT	TED.	:	Chapter 11
	· — - ,	:	Case No()
		:	
	Debtor.	:	
		x	
In re		:	
PACIFIC DRILLING V LIMITE	ED,	:	Chapter 11
		: :	Case No ()
	Debtor.	:	
		X	
In re		:	
PACIFIC DRILLING VIII LIMI	TED,	: :	Chapter 11
		:	Case No ()
		:	Case 110 ()
	Debtor.	:	
In re		x :	
PACIFIC SCIROCCO LTD.,		:	Chapter 11
THEN IC SCHOOLOG LID.,		:	Chapter 11
		:	Case No ()
	Debtor.	:	EIN 98-1220073
		X	
In re		:	
PACIFIC BORA LTD.,		:	Chapter 11
		:	Case No ()
		:	, ,
	Debtor.	:	EIN 98-1219815
		X	

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In re	x :
PACIFIC MISTRAL LTD.,	Chapter 11
THEN TO MISTRIE 212.,	: Case No()
Debtor.	: : :
In re	x :
PACIFIC SANTA ANA (GIBRALTAR) LIMITED,	: Chapter 11
	: Case No ()
Debtor.	: :
In re	^ :
PACIFIC DRILLING OPERATIONS LIMITED,	: Chapter 11
	: Case No()
Debtor.	: EIN 98-1219103
In re	x :
PACIFIC DRILLING OPERATIONS, INC.,	: Chapter 11
	: Case No()
Debtor.	: EIN 90-0874446
In re	x :
PACIFIC SANTA ANA S.À R.L.,	: Chapter 11
	: Case No ()
Debtor.	: EIN 98-1056417 x

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In re		X	
		:	Chapter 11
PACIFIC DRILLING, LLC,		:	Case No ()
		:	EIN 81-4037655
	Debtor.	:	
In re		-x :	
PACIFIC DRILLING SERVICES,	INC.,	:	Chapter 11
		:	Case No ()
	Debtor.	: X	EIN 26-2885302
In re		_ X :	
PACIFIC DRILLSHIP NIGERIA I	LIMITED,	:	Chapter 11
		:	Case No ()
	Debtor.	: X	EIN 98-1220281
In re		_ X :	
PACIFIC SHARAV KORLÁTOLT TÁRSASÁG,	Γ FELELŐSSÉGŰ	:	Chapter 11
TANSASAU,		:	Case No ()
	Debtor.	:	
	Denior.	: _X	

DEBTORS' MOTION FOR AN ORDER (A) AUTHORIZING JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES AND (B) WAIVING REQUIREMENTS OF SECTION 342(C)(1) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2002(n)

Pacific Drilling S.A. ("<u>PDSA</u>"), on behalf of itself and certain of its affiliates as debtors and debtors-in-possession (collectively, the "<u>Debtors</u>"), hereby submits this motion (this "<u>Motion</u>") for entry of an order, substantially in the form attached hereto as <u>Exhibit A</u> (the

"Proposed Order"), authorizing the joint administration of the Debtors' related chapter 11 cases and waiving the requirements that the captions and certain notices in these chapter 11 cases contain identifying information with respect to each Debtor. In support of this Motion, the Debtors respectfully state as follows:

Background

- 1. PDSA, an offshore drilling company formed in 2011 under the laws of Luxembourg, and its subsidiaries provide global ultra-deepwater drilling services to the oil and natural gas industry through the use of high-specification drillships.
- 2. On November 12, 2017, each of the Debtors filed with the Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code"). Each Debtor continues to operate its business and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or committee of creditors or equity security holders has been appointed in these chapter 11 cases.
- 3. Additional factual background relating to the Debtors' business and the commencement of these chapter 11 cases is set forth in detail in the *Declaration of Paul T. Reese Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of Chapter 11 Petitions and First Day Motions and Applications* and the *Declaration of James A. Mesterharm in Support of First Day Motions and Applications*, each filed contemporaneously herewith and incorporated herein by reference.

Jurisdiction

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested

herein are sections 105(a) and 342(c)(1) of the Bankruptcy Code and rules 1015(b) and 2002(n) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Relief Requested

- 5. By this Motion, the Debtors request entry of the Proposed Order authorizing joint administration of these chapter 11 cases for procedural purposes only and waiving the requirements of Bankruptcy Code section 342(c)(1) and Bankruptcy Rule 2002(n) that the case caption and certain notices in the chapter 11 cases contain certain identifying information with respect to each Debtor.
- 6. The Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to PDSA and that these cases be administered under the consolidated caption:

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	x	
Tra ma	:	Chapter 11
In re	:	C
	:	Case No()
PACIFIC DRILLING S.A., et al., 1	:	
	:	(Jointly Administered)
Debto	ors. :	(
	X	

7. The Debtors further request that an entry be made on the docket of each of the Debtors' cases, other than PDSA, substantially as follows:

The Debtors in these chapter 11 cases and, if applicable, the last four digits of their U.S. taxpayer identification numbers are: Pacific Drilling S.A., Pacific Drilling (Gibraltar) Limited, Pacific Drillship (Gibraltar) Limited, Pacific Drilling, Inc. (1524), Pacific Drilling Finance S.à r.l., Pacific Drillship SARL, Pacific Drilling Limited, Pacific Sharav S.à r.l. (2431), Pacific Drilling VII Limited, Pacific Drilling V Limited, Pacific Drilling VIII Limited, Pacific Scirocco Ltd. (0073), Pacific Bora Ltd. (9815), Pacific Mistral Ltd., Pacific Santa Ana (Gibraltar) Limited, Pacific Drilling Operations Limited (9103), Pacific Drilling Operations, Inc. (4446), Pacific Santa Ana S.à r.l. (6417), Pacific Drilling, LLC (7655), Pacific Drilling Services, Inc. (5302), Pacific Drillship Nigeria Limited (0281) and Pacific Sharav Korlátolt Felelősségű Társaság.

An Order has been entered in this case under rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Pacific Drilling S.A. and its direct and indirect debtor subsidiaries. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in the docket of Pacific Drilling S.A., Case No. ____ (___) and such docket should be consulted for all matters affecting this chapter 11 case.

8. Finally, the Debtors seek authority to file the monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Office of the United States Trustee for the Southern District of New York (the "<u>U.S. Trustee</u>"), on a consolidated basis but shall track and break out disbursements on a debtor-by-debtor basis.

Basis for Relief

- 9. Section 105(a) of the Bankruptcy Code states that a bankruptcy court "may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code]." *See* 11 U.S.C. § 105(a). More specifically, Bankruptcy Rule 1015(b) provides that "[i]f... two or more petitions are pending in the same court by or against... a debtor and an affiliate, the court may order a joint administration of the estates." The Debtors are "affiliates" as defined in section 101(2) of the Bankruptcy Code, as PDSA owns or controls, either directly or indirectly, at least 20% of the outstanding voting securities of each of the Debtors. Accordingly, the Bankruptcy Code and the Bankruptcy Rules authorize the Court to grant the relief requested herein.
- 10. The Debtors' financial affairs and business operations are interrelated.

 Granting the requested relief will promote the fair and efficient administration of these chapter 11 cases. The Debtors anticipate that numerous notices, applications, motions, pleadings, hearings and orders in these chapter 11 cases will affect more than one of the Debtors. Joint

administration will ease the administrative burden on the Court and parties-in-interest, and reduce fees and costs by avoiding the filing of duplicative documents and notices in each of the Debtors' separate cases. Joint administration permits the clerk to use a single general docket for all of the Debtors' cases and to combine notices to creditors of each Debtor's estate and other parties-in-interest. Utilizing a single general docket also protects creditors' rights by allowing parties-in-interest in each chapter 11 case to be apprised more easily of the various matters before the Court in each of the other related cases.

- 11. Joint administration of these chapter 11 cases will not adversely affect the creditors. This Motion requests only administrative, and not substantive, consolidation of the Debtors' estates. Individual creditors will not be harmed by the relief requested, but, instead will benefit from the cost savings associated with joint administration.
- by courts in this jurisdiction, without controversy, under similar circumstances. *See, e.g., In re Primorsk International Shipping Limited*, Case No. 16-10073 (MG) (Bankr. S.D.N.Y. Jan. 21, 2016); *In re Global Maritime Investments Cyprus Limited*, Case No. 15-12552 (SMB) (Bankr. S.D.N.Y. Sept. 21, 2015); *In re Nautilus Holdings Limited*, Case No. 14-22885 (RDD) (Bankr. June 25, 2014); *In re Genco Shipping & Trading Limited*, Case No. 14-11108 (SHL) (Bankr. S.D.N.Y. April 23, 2014); *In re Excel Maritime Carriers Ltd.*, Case No. 13-23060 (RDD) (Bankr. S.D.N.Y. July 3, 2013); *In re TBS Shipping Services, Inc.*, Case No. 12-22224 (RDD) (Bankr. S.D.N.Y. Feb. 8, 2012).
- 13. Furthermore, a waiver of the requirements imposed by section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) that the Debtors' caption and other notices mailed in these chapter 11 cases include the Debtors' tax identification number and other

identifying information relating to the Debtors is appropriate in these chapter 11 cases.

Bankruptcy Rule 2002(n) provides that notices under Bankruptcy Rule 2002 contain certain information, including, without limitation, the tax identification number of each Debtor and any other names used by the Debtors in the previous eight years. Fed. R. Bankr. P. 2002(n). The Debtors submit that use of the proposed consolidated simplified caption without full tax identification numbers and previous names will ensure a uniformity of pleading identification.

All pleadings filed and each notice mailed by the Debtors will include a footnote listing all of the Debtors and the last four digits of their tax identification numbers. Moreover, the full tax identification numbers will be listed in the petitions for each Debtor, and such petitions are publicly available to all parties-in-interest, including on a website to be maintained by the Debtors' proposed claims and noticing agent², and will be provided by the Debtors upon request. A waiver of the requirements under section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) is purely procedural in nature and will not affect the rights of parties-in-interest.

14. Accordingly, the Debtors respectfully submit that joint administration of these chapter 11 cases and waiver of the requirements under section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) is in the best interest of the Debtors, their creditors and other parties-in-interest.

Notice

15. Notice of this Motion has been provided to the following parties, or, in lieu thereof, their counsel: (a) the U.S. Trustee; (b) counsel to each of the agents and trustees of the Debtors' prepetition secured parties; (c) counsel to the ad hoc group of the Debtors'

The Debtors have simultaneously herewith filed an application seeking to retain Prime Clerk LLC as their claims and noticing agent.

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prepetition debt; (d) the Internal Revenue Service; (e) the Securities and Exchange Commission and (f) the parties identified on the Debtors' consolidated list of 30 largest unsecured creditors. In light of the nature of the relief requested, the Debtors respectfully submit that no other or further notice need be provided.

No Prior Request

16. The Debtors have not previously sought the relief requested herein from this or any other court.

Conclusion

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court grant the relief requested in this Motion and the Proposed Order and such other and further relief as is just and proper.

Dated: November 12, 2017 New York, New York /s/ Andrew G. Dietderich

Andrew G. Dietderich Brian D. Glueckstein John L. Hardiman Noam R. Weiss SULLIVAN & CROMWELL LLP

SULLIVAN & CROWWELL LLP

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New York, New York 10004 Telephone: (212) 558-4000 Facsimile: (212) 558-3588

E-mail: dietdericha@sullcrom.com

gluecksteinb@sullcrom.com hardimanj@sullcrom.com weissn@sullcrom.com

Proposed Counsel to the Debtors and Debtors-in-Possession

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EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re	—x :
PACIFIC DRILLING S.A.,	: Chapter 11
	: Case No()
Debtor.	: : x
In re	:
PACIFIC DRILLING (GIBRALTAR) LIMITED,	: Chapter 11
	: Case No ()
Debtor.	: X
In re	<u> </u>
PACIFIC DRILLSHIP (GIBRALTAR) LIMITED,	: Chapter 11
	: Case No()
Debtor.	: :
In re	^ :
PACIFIC DRILLING, INC.,	: Chapter 11
	: Case No()
Debtor.	: EIN 26-3541524
In re	x :
PACIFIC DRILLING FINANCE S.À R.L.,	: Chapter 11
	: Case No()
Debtor.	: : X

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In re	X
	Chapter 11
PACIFIC DRILLSHIP SARL.,	: Case No()
Debtor.	: : :
In re	x :
PACIFIC DRILLING LIMITED,	: Chapter 11
	. : Case No ()
Debtor.	: x
In re	^ : :
PACIFIC SHARAV S.À R.L.,	: Chapter 11
	: Case No()
Debtor.	: EIN 98-1242431
In re	x :
PACIFIC DRILLING VII LIMITED,	: Chapter 11
	: Case No()
Debtor.	· :
In re	x :
PACIFIC DRILLING V LIMITED,	: Chapter 11
	: Case No ()
Debtor.	: : x

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In re	x
PACIFIC DRILLING VIII LIMITED,	Chapter 11
TACH IC DIGIELLING VIII ELIVITED,	: Case No ()
	:
Debtor.	: :
In re	x :
PACIFIC SCIROCCO LTD.,	: Chapter 11
	: Case No ()
Debtor.	: EIN 98-1220073
In re	^ :
PACIFIC BORA LTD.,	: Chapter 11
	: Case No ()
Debtor.	: : EIN 98-1219815
In re	x :
PACIFIC MISTRAL LTD.,	: Chapter 11
	: Case No ()
Debtor.	· ·
In re	x :
PACIFIC SANTA ANA (GIBRALTAR) LIMITE	D, : Chapter 11
	: Case No ()
Debtor.	: : X

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In re	x
DACIFIC DDILLING ODED ATIONS LIMITED	Chapter 11
PACIFIC DRILLING OPERATIONS LIMITED,	: Case No ()
Debtor.	EIN 98-1219103
In re	x :
PACIFIC DRILLING OPERATIONS, INC.,	: Chapter 11
	: Case No ()
Debtor.	: : EIN 90-0874446
In re	x :
PACIFIC SANTA ANA S.À R.L.,	: Chapter 11
	: Case No ()
Debtor.	: EIN 98-1056417
In re	x :
PACIFIC DRILLING, LLC,	: Chapter 11
	: Case No ()
Debtor.	: EIN 81-4037655
In re	x :
PACIFIC DRILLING SERVICES, INC.,	: Chapter 11
	: Case No ()
Debtor.	: : EIN 26-2885302 x

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In re	-x
	: Chapter 11
PACIFIC DRILLSHIP NIGERIA LIMITED,	: Case No()
Debtor.	EIN 98-1220281
In re	-x :
PACIFIC SHARAV KORLÁTOLT FELELŐSSÉGŰ TÁRSASÁG,	: Chapter 11
	: Case No ()
Dale	:
Debtor.	: _X

ORDER (A) AUTHORIZING JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES AND (B) WAIVING REQUIREMENTS OF SECTION 342(C)(1) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2002(n)

Upon the motion (the "Motion")¹ of Pacific Drilling S.A. ("PDSA"), on behalf of itself and certain of its affiliates as debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for entry of an order (this "Order") authorizing the joint administration of the Debtors' related chapter 11 cases and waiving the requirements section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n); it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the

All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

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Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), and that, except as otherwise ordered herein, no other or further notice is necessary; and any objections to the Motion having been withdrawn or overruled on the merits; and a hearing having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

- 1. The Motion is GRANTED as set forth herein.
- 2. Pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(b), the above-captioned chapter 11 cases are consolidated for administrative purposes only and shall be jointly administered by this Court as Case No. __-___(__).
- 3. The consolidated caption of the jointly administered cases shall read as follows:

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
In re	Chapter 11	
PACIFIC DRILLING S.A., et al., 1	: Case No	(_)
Debtors.	: (Jointly Adminis	tered)
	X	

4. A docket entry shall be made in each of the Debtors' chapter 11 cases, other than the docket maintained for the chapter 11 case of PDSA, substantially as follows:

An Order has been entered in this case under rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Pacific Drilling S.A. and its direct and indirect debtor subsidiaries. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in the docket of Pacific Drilling S.A., Case No. _____ (___) and such docket should be consulted for all matters affecting this chapter 11 case.

5. The requirements under section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) that the case caption and other notices mailed in the chapter 11 cases include the Debtors' tax identification numbers and other identifying information about the Debtors are hereby waived. The Debtors shall include in all pleadings filed and each notice mailed by the Debtors a footnote listing all of the Debtors and the last four digits of their tax identification numbers.

The Debtors in these chapter 11 cases and, if applicable, the last four digits of their U.S. taxpayer identification numbers are: Pacific Drilling S.A., Pacific Drilling (Gibraltar) Limited, Pacific Drillship (Gibraltar) Limited, Pacific Drilling, Inc. (1524), Pacific Drilling Finance S.à r.l., Pacific Drillship SARL, Pacific Drilling Limited, Pacific Sharav S.à r.l. (2431), Pacific Drilling VII Limited, Pacific Drilling V Limited, Pacific Scirocco Ltd. (0073), Pacific Bora Ltd. (9815), Pacific Mistral Ltd., Pacific Santa Ana (Gibraltar) Limited, Pacific Drilling Operations Limited (9103), Pacific Drilling Operations, Inc. (4446), Pacific Santa Ana S.à r.l. (6417), Pacific Drilling, LLC (7655), Pacific Drilling Services, Inc. (5302), Pacific Drillship Nigeria Limited (0281) and Pacific Sharav Korlátolt Felelősségű Társaság.

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6. One consolidated docket, one file and one consolidated service list shall be

maintained by PDSA and kept by the clerk of the Court with the assistance of the notice and

claims agent retained by the Debtors in these chapter 11 cases.

7. The Debtors may file their monthly operating reports required by the

Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees,

issued by the U.S. Trustee, on a consolidated basis but shall track and break out disbursements

on a debtor-by-debtor basis.

8. Nothing contained in the Motion or this Order shall be deemed or

construed as directing or otherwise affecting a substantive consolidation of these chapter 11

cases, or creating any other implication regarding the separateness (or lack of separateness) of

the Debtors' estates for any purpose.

This Order shall apply to any future filing of any affiliate of the Debtors, 9.

provided, however, the Debtors shall file notice with the Court identifying the cases of such

affiliates and stating that this Order shall apply to such cases.

10. The Debtors are authorized and empowered to take all actions necessary to

implement the relief granted in this Order.

11. The requirements set forth in Local Rule 9013-1(b) are satisfied.

12. This Order is immediately effective and enforceable, notwithstanding the

possible applicability of Bankruptcy Rule 6004(h) or otherwise.

13. This Court retains jurisdiction with respect to all matters arising from or

related to the enforcement of this Order.

Dated: November _____, 2017

New York, New York

United States Bankruptcy Judge

-8-